



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 2, 2009**

**ENTERPRISE GP HOLDINGS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-32610**  
(Commission File Number)

**13-4297064**  
(I.R.S. Employer  
Identification No.)

**1100 Louisiana, 10th Floor  
Houston, Texas 77002**  
(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**  
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) EPCO, Inc. (“EPCO”) formed EPE Unit L.P. (“EPE Unit I”), EPE Unit II, L.P. (“EPE Unit II”), EPE Unit III, L.P. (“EPE Unit III”), Enterprise Unit L.P. (“Enterprise Unit”) and EPCO Unit L.P. (“EPCO Unit” and together with EPE Unit I, EPE Unit II, EPE Unit III and Enterprise Unit, the “Employee Partnerships”) to serve as long-term incentive arrangements for certain employees of EPCO by providing “profit interests” in (i) the underlying limited partnership units (the “EPE Units”) of Enterprise GP Holdings L.P. (“EPE”) and/or (ii) the underlying limited partnership units (the “EPD Units” and together with the EPE Units, the “MLP Units”) of Enterprise Products Partners L.P. (“EPD” and together with EPE, the “MLPs”). On December 2, 2009, each of the Employee Partnerships entered into an amendment to agreement of limited partnership (each referred to herein as an “Amendment”). The Amendment for each of the Employee Partnerships provides that the expected liquidation date for such Employee Partnership has been extended to the date that falls on the second trading day immediately following the first date as of which the distributions with respect to all outstanding MLP Units held by such Employee Partnership relating to the fourth quarter of fiscal year 2015 have been paid in full by the relevant MLP(s).

Copies of the Amendment for each of EPE Unit I, EPE Unit II, EPE Unit III, Enterprise Unit and EPCO Unit are filed as Exhibit 10.1, Exhibit 10.2, Exhibit 10.3, Exhibit 10.4 and Exhibit 10.5, respectively, to this Current Report on Form 8-K, and each is incorporated by reference into this Item 5.02.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 10.1*              | Third Amendment to Agreement of Limited Partnership of EPE Unit L.P. dated December 2, 2009.        |
| 10.2*              | Third Amendment to Agreement of Limited Partnership of EPE Unit II L.P. dated December 2, 2009.     |
| 10.3*              | Third Amendment to Agreement of Limited Partnership of EPE Unit III L.P. dated December 2, 2009.    |
| 10.4*              | First Amendment to Agreement of Limited Partnership of Enterprise Unit L.P. dated December 2, 2009. |
| 10.5*              | First Amendment to Agreement of Limited Partnership of EPCO Unit L.P. dated December 2, 2009.       |

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\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE GP HOLDINGS L.P.

By: EPE HOLDINGS, LLC,  
its General Partner

Date: December 8, 2009

By: /s/ Michael J. Knesek  
Name: Michael J. Knesek  
Title: *Senior Vice President, Controller and  
Principal Accounting Officer of EPE Holdings, LLC*

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**Exhibit Index**

| <u>Exhibit No.</u> | <u>Description</u>  |
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| 10.2*              | Third Amendment to Agreement of Limited Partnership of EPE Unit II L.P. dated December 2, 2009.     |
| 10.3*              | Third Amendment to Agreement of Limited Partnership of EPE Unit III L.P. dated December 2, 2009.    |
| 10.4*              | First Amendment to Agreement of Limited Partnership of Enterprise Unit L.P. dated December 2, 2009. |
| 10.5*              | First Amendment to Agreement of Limited Partnership of EPCO Unit L.P. dated December 2, 2009.       |

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\* Filed herewith.

**THIRD AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPE UNIT L.P.**

Dated as of December 2, 2009

This Third Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of August 23, 2005 (as subsequently amended, the "Partnership Agreement") of EPE Unit L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of December 2, 2009, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 11.01.** Paragraph (b) of Section 11.01 of the Partnership Agreement is hereby amended and restated to read as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, the date that falls on the second trading day immediately following the first date as of which the distributions with respect to all outstanding EPE Units held by the Partnership relating to the fourth quarter of fiscal year 2015 have been paid in full by EPE;

**Section 2. RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

**Section 3. GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*(Signature Page Follows)*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

CLASS A LIMITED PARTNER:

**DUNCAN FAMILY INTERESTS, INC.**

By: /s/ Darryl E. Smith  
\_\_\_\_\_  
Darryl E. Smith  
Treasurer

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited Partners of the Partnership, pursuant to Powers of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited Partners pursuant to powers of attorney)

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

*Third Amendment to Agreement of Limited Partnership of EPE Unit L.P.*



**THIRD AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPE UNIT II, L.P.**

Dated as of December 2, 2009

This Third Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of December 5, 2006 (as subsequently amended, the "Partnership Agreement") of EPE Unit II, L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of December 2, 2009, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 11.01.** Paragraph (b) of Section 11.01 of the Partnership Agreement is hereby amended and restated to read as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, the date that falls on the second trading day immediately following the first date as of which the distributions with respect to all outstanding EPE Units held by the Partnership relating to the fourth quarter of fiscal year 2015 have been paid in full by EPE;

**Section 2. RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

**Section 3. GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*(Signature Page Follows)*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

CLASS A LIMITED PARTNER:

**DUNCAN FAMILY INTERESTS, INC.**

By: /s/ Darryl E. Smith  
\_\_\_\_\_  
Darryl E. Smith  
Treasurer

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited  
Partners of the Partnership, pursuant to Powers of Attorney  
executed in favor of, and granted and delivered to the General  
Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited Partners  
pursuant to powers of attorney)

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

*Third Amendment to Agreement of Limited Partnership of EPE Unit II, L.P.*

**THIRD AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPE UNIT III, L.P.**

Dated as of December 2, 2009

This Third Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of May 7, 2007 (as subsequently amended, the "Partnership Agreement") of EPE Unit III, L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of December 2, 2009, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 11.01.** Paragraph (b) of Section 11.01 of the Partnership Agreement is hereby amended and restated to read as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, the date that falls on the second trading day immediately following the first date as of which the distributions with respect to all outstanding EPE Units held by the Partnership relating to the fourth quarter of fiscal year 2015 have been paid in full by EPE;

**Section 2. RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

**Section 3. GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*(Signature Page Follows)*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By: /s/ W. Randall Fowler

\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive  
Officer

CLASS A LIMITED PARTNER:

**DUNCAN FAMILY INTERESTS, INC.**

By: /s/ Darryl E. Smith

\_\_\_\_\_  
Darryl E. Smith  
Treasurer

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited Partners of the Partnership, pursuant to Powers of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B  
Limited Partners pursuant to  
powers of attorney)

By: /s/ W. Randall Fowler

\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive  
Officer

*Third Amendment to Agreement of Limited Partnership of EPE Unit III, L.P.*

**FIRST AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
ENTERPRISE UNIT L.P.**

Dated as of December 2, 2009

This First Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of February 20, 2008 (as subsequently amended, the "Partnership Agreement") of Enterprise Unit L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of December 2, 2009, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 11.01.** Paragraph (b) of Section 11.01 of the Partnership Agreement is hereby amended and restated to read as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, the date that falls on the second trading day immediately following the first date as of which the distributions with respect to all outstanding EPD Units and EPE Units held by the Partnership relating to the fourth quarter of fiscal year 2015 have been paid in full by EPD or EPE, as applicable;

**Section 2. RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

**Section 3. GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*(Signature Page Follows)*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

CLASS A LIMITED PARTNER:

**EPCO HOLDINGS, INC.**

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited Partners of the Partnership, pursuant to Powers of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited Partners pursuant to powers of attorney)

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

*First Amendment to Agreement of Limited Partnership of Enterprise Unit L.P.*

**FIRST AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPCO UNIT L.P.**

Dated as of December 2, 2009

This First Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of November 13, 2008 (as subsequently amended, the "Partnership Agreement") of EPCO Unit L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of December 2, 2009, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 11.01.** Paragraph (b) of Section 11.01 of the Partnership Agreement is hereby amended and restated to read as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, the date that falls on the second trading day immediately following the first date as of which the distributions with respect to all outstanding EPD Units held by the Partnership relating to the fourth quarter of fiscal year 2015 have been paid in full by EPD;

**Section 2. RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

**Section 3. GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*(Signature Page Follows)*

---

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

CLASS A LIMITED PARTNER:

**DFI DELAWARE HOLDINGS, L.P.**

By: DFI Delaware General, LLC,  
its general partner

By: /s/ Darryl E. Smith  
\_\_\_\_\_  
Darryl E. Smith  
Manager

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited Partners of the Partnership, pursuant to Powers of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited Partners pursuant to powers of attorney)

By: /s/ W. Randall Fowler  
\_\_\_\_\_  
W. Randall Fowler  
President and Chief Executive Officer

*First Amendment to Agreement of Limited Partnership of EPCO Unit L.P.*